South Eastern Health and Social Care Trust

REMUNERATION COMMITTEE

TERMS OF REFERENCE

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Members of the Remuneration Committee – June 2026 9

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1. ESTABLISHMENT AND PURPOSE OF THE COMMITTEE

The Board of the South Eastern Health and Social Care Trust has established a committee to be known as **the Remuneration Committee** (abbreviated in communications to "Rem Com").

The purpose of the Committee is to advise and make recommendations to Trust Board on all aspects of appropriate remuneration for the Chief Executive and other Senior Executives who operate at board level within the Trust and to manage and oversee the performance management process for them.

Although the Board has delegated authority to the Committee for the exercise of certain functions as set out within these terms of reference, it retains overall responsibility and accountability for ensuring the quality and safety of healthcare for its citizens through the effective governance of its organisation.

The Committee has no executive powers other than those specifically delegated and detailed within these Terms of Reference for information purposes

2. MEMBERSHIP OF THE COMMITTEE

The composition of the Committee shall be determined by Trust Board and appointments made from amongst its membership.

The Committee comprises of:

- The Chair and two Non-Executive Directors

None of these members should be members of the Trust's Audit Committee. A full list of Members as of the date of these Terms of Reference can be found at Appendix 1.

The Chair of the Committee shall be the Chair of Trust Board. In the absence of the Chair, a Non-Executive Director shall chair the Committee.

The Chief Executive, or other Executive Directors, may be invited to attend the Committee in an advisory capacity but will withdraw when a matter concerning their remuneration package or other matter of individual confidentiality is being discussed or documented.

The Director of People & Organisation Development, or their deputy as appropriate, will also attend the Committee as adviser but will withdraw when a matter concerning their remuneration package or other matter of individual confidentiality is being discussed or documented.

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3. QUORUM

No business shall be transacted at a meeting unless the Chair or Vice Chair (if designated) and at least two Non-Executive Directors are present for the whole meeting.

4. FREQUENCY OF MEETINGS

The Committee will meet as required by the Chair and will meet on at least two occasion per year.

5. RECORD OF MEETINGS

Formal minutes including conflicts of interest will be recorded of each meeting of the Committee and, with the exception of items of individual confidentiality, will be distributed to the members of the Committee and presented for formal approval at the subsequent meeting.

The Assistant Director of People and Resources shall be secretary to the Committee and will attend to take minutes of the meeting and provide appropriate support to the Chair and committee members.

6. ACCOUNTABILITY OF THE COMMITTEE

The Committee Chair will, at the next appropriate scheduled meeting provide a written report to the Trust Board, detailing all recommendations and decisions made by the Committee.

The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure or executive action by the Chief Executive and/or the wider Executive Management Team.

The Committee is authorised by Trust Board to undertake any activity within its terms of reference.

In particular:

- It may seek advice from whatever source it deems to be appropriate in order to fulfil its function.
- It may authorise the Chief Executive and Director of People & Organisation Development to implement remuneration packages approved by the Committee providing the sums are within the delegated powers in the Standing Orders and Standing Financial Instructions and are in line with Department of Health guidance.
- Members of the Committee may be in receipt of confidential and personal information in respect of Senior Executives / Directors and will take steps to ensure the confidential status of this information is maintained/protected.

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7. ROLES AND RESPONSIBILITIES OF THE COMMITTEE

The main functions of the Committee are:

- To advise Trust Board on performance, development, succession planning, and appropriate remuneration for the Chief Executive and all Senior Executives / Directors who operate at Board level within the Trust, in accordance with Department of Health policy, best practice and sound financial governance.
- To make such recommendations to the Trust Board on the remuneration, allowances, and expenses of the Chief Executive and all other Senior Executives / Directors operating at Board level.
- To advise the Trust Board and oversee appropriate contractual arrangements for the Chief Executive and all Senior Executives / Directors operating at Board level including the proper calculation and scrutiny of termination payments and arrangements for termination, taking account of relevant guidance as appropriate.
- To ensure that the Chief Executive and Senior Executives / Directors are fairly rewarded for their individual contribution to the organisation having proper regard to the organisation's circumstances and performance and to the provision of regional arrangements.
- To ensure compliance with HM Revenue and Customs' requirements concerning payments, including expenses.
- In line with Department of Health Circular HSC (SE) 1/2025 ensure robust objectives, performance measures and evaluation processes are in place within the Trust in respect of the Chief Executive and all other Senior Executives / Directors operating at Board level. At mid-year and end year the Committee will review the performance of the Chief Executive on the advice of the Chair, and the performance of all other Senior Executives / Directors, on the advice of the Chief Executive.
- To monitor the personal development plans of the Chief Executive and on the advice of the Chief Executive, all other Senior Executives / Directors who operate at Board level within the Trust.
- Ensure all incremental progression for the Chief Executive and all other Senior Executives / Directors who operate at Board level within the Trust is subject to satisfactory performance, as considered by the Committee by applying the standards as set out in the revised Performance Management Framework (Department of Health Circular HSC (SE) 1/2025) and as amended by DoH thereafter.
- Where the Chief Executive or other Senior Executives / Directors who operate at Board level within the Trust take on additional duties which will substantially add to their workload for a period, for example leading on a year-long project, the Committee may recommend an additional Management Allowance to substantive salaries. This will be reviewed annually as a minimum by committee in line with paragraph 25 of circular HSC (SE) 1/2025.
- Where the Chief Executive or other Senior Executives / Directors who operate at Board level within the Trust makes a request for their post to be re-evaluated the Committee must be satisfied of a significant change to the

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role, and how that impacts the span of control across the organisation's other executive members and Senior Executives / Directors who operate at Board level. Similarly, any new posts to be evaluated prior to recruitment, must be agreed by the Committee.

- Where a job evaluation appeal has been lodged the Remuneration Committee should review the grounds for appeal, determine if an appeal should proceed in line with guidance documentation, and ensure that the process is fair, impartial, and in line with policy.
- The Committee will take under consideration increasing and diminishing responsibilities of the Chief Executive and all other Senior Executives / Directors who operate at Board level within the Trust; for example, where an increase in responsibility of any role has a corresponding decrease in responsibility in another role, each must be considered by the Committee and evaluated.
- Advise the Board and oversee appropriate contractual arrangements for the Chief Executive and all other Senior Executives / Directors including secondment requests and the proper calculation and scrutiny of termination payments taking account of relevant guidance as appropriate.
- Circular HSC (SE) 1/2025 does not apply to the role of Executive Medical Director as they are employed on Medical and Dental Terms and Conditions. The remit of the Remuneration Committee, will however, extend to include the role of the Executive Medical Director in respect to all aspects of remuneration on appointment, PA allocation, performance review, development, succession planning, secondment opportunities, and termination.
- The Committee will be consulted with by the Chief Executive regarding any proposals to change the senior leadership structure, ensuring that appropriate management of change processes are initiated in respect of any proposed change where relevant, alongside consideration of financial impact of the change.
- The Chief Executive / Director of People & Organisation Development are responsible for bringing forward the necessary information in a timely manner to enable the Committee to discharge its functions and takes appropriate follow-up action.

8. OPERATIONAL ARRANGEMENTS (all below taken from Previous SET TOR)

<u>Administrative Support to the Committee</u>

The Committee shall be supported administratively by the Director of People & Organisational Development whose duties in this respect include:

- Preparation and issue of agenda on behalf of the Chair;
- Collation and distribution of papers sufficiently in advance of each meting to facilitate their full consideration and discussion at the meeting;
- Ensuring appropriate arrangements for the servicing of the Committee including the taking of minutes and keeping a record of matters arising and issues to be carried forward;

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- Advising the Committee on pertinent issues;
- Assist the Chair in ensuring the effective operation of the Committee;
- Arranging the attendance of appropriate staff at meetings;
- Ensuring the annual review of these Terms of Reference and the making of recommendations for updating;
- Development and maintenance of the Committee's Meeting Schedule.

Conduct of Meetings

The Chair of the Committee shall draw to the attention of Trust Board any issues that require disclosure or executive action as determined by the Chief Executive or the Executive Management Team. It is intended meetings will not last more than two hours in duration without facilitating a break in proceedings for Members.

Agenda Items and Papers for Meetings

The Director of People & Organisational Development (or the Board Secretary) will issue the agenda and associated papers for each meeting no later than five days prior to the date of the scheduled meeting.

If separate papers require circulation, these should, wherever possible, be issued with the agenda to enable Members to have the opportunity to read information in advance.

Minutes of Meetings

The minutes of the Committee shall be formally recorded by the Director of People & Organisational Development (or the Board Secretary) and agreed with the Chair of the Committee prior to issue in advance of the next meeting.

With the exception of items of individual confidentiality, minutes will be circulated as soon as possible after the meeting listing topics discussed, actions agreed and individuals responsible for undertaking those actions.

Once approved by the Committee at its subsequent meeting, minutes will be submitted to Confidential Trust Board for noting.

9. DECLARATIONS OF INTEREST

The Chair of the Committee shall ask Members to declare any action or potential conflict of interest on any matter listed on the agenda for consideration at the outset of each meeting.

Where a conflict arises during the course of the meeting, any Member so conflict should declare their interest immediately and withdraw. It is the responsibility of individual Members to ensure they declare any interest in a timely manner.

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All stated declarations of interest made during each meeting shall be formally recorded in the minutes.

10. REVIEW OF TERMS OF REFERENCE

These Terms of Reference and operating arrangements will be reviewed on at least an annual basis by the Committee.

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Appendix 1

List of Members of the Remuneration Committee – June 2026

Non-Executive Directors	
Chair of Committee	Mr Jonathan Patton
	Ms Siobhan McCauley
	Mr Raymond Havlin

In Attendance:

- **Director of People & Organisational Development**: Mrs Claire Smyth
- **Assistant Director, People & Resourcing** Mrs Elaine O'Neill
- **Chief Executive (as required)**: Ms Roisin Coulter
- **Board Secretary (as required):** Mrs Martine McNally

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